

RECORDATION NO. 18536 FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

BA LEASING & CAPITAL CORPORATION  
("SECURED PARTY")

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Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
December , 1993, at , Recordation No.

[4408-103/CV03.WPF/13NS/4276]

Memorandum dated as of December 17, 1993 of an assignment of Leases made and entered into as of December 17, 1993, by and between ACF Industries, Incorporated, a New Jersey corporation, as Debtor/Assignor (the "Debtor"), having its principal offices at 3301 Rider Trail South, Earth City, MO 63045, and BA Leasing and Capital Corporation, a California corporation as Secured Party/Assignee (the "Secured Party"), having its principal offices at Four Embarcadero Center, Suite 1200, San Francisco, CA 94111.

Reference is hereby made to the Leases specified on Exhibit A attached hereto, by and between the Debtor and the Lessee identified on Exhibit A attached hereto (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

1. As used in this Memorandum of Assignment of Leases the following capitalized terms used herein and not otherwise defined herein shall have the meanings specified below:

"Rental Collateral" means all right, title and interest of the Debtor in and to every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment, including, without limitation, the Leases, (each such lease, including all amendments, riders, supplements, other modifications and schedules thereto and renewals thereof, an "Assigned Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due and to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments, the "Assigned Lease Proceeds").

"Equipment" means certain railroad tank cars and covered hopper cars described on Exhibit A attached hereto.

"Proceeds" is defined in the UCC and, in any event, includes, without limitation, (a) any and all proceeds of any insurance, indemnity, warranty or guarantee payable to the Debtor from time to time with respect to any of the Collateral, (b) any and all payments (in any form

whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of any of the Collateral by any governmental authority (or any person acting under color of governmental authority) and (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral.

"UCC" shall mean the Uniform Commercial Code as from time to time in effect in the State of New York.

2. The Debtor, pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993, between the Debtor and the Secured Party has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Secured Party, its successors and assigns, all and singular of the Debtor's rights, title and interest in and to the Rental Collateral, rights, interests and privileges, now or hereafter existing, in and to the Rental Collateral and any and all Proceeds thereof (collectively, the "Collateral").

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by   
Title: ASSISTANT TREASURER

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
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NOTARY PUBLIC

My commission expires:

DAVID M BRENSILBER  
Notary Public, State of New York  
Qualified in New York County  
No. 4980938  
Commission Expires April 29, 1995

# Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
AG PROCESSING, INC.	3443	ACFX 77914	1	T105
AG PROCESSING, INC.	3443	ACFX 87290 To 87291	2	T105
AG PROCESSING, INC.	3443	ACFX 87293	1	T105
AG PROCESSING, INC.	3443	ACFX 84174 To 84175	2	T106
AG PROCESSING, INC.	3443	ACFX 84177	1	T106
AG PROCESSING, INC.	5297	ACFX 79527	1	T105
AG PROCESSING, INC.	5297	ACFX 79534	1	T105
AG PROCESSING, INC.	5297	ACFX 79539	1	T105
AG PROCESSING, INC.	5297	ACFX 79541	1	T105
AG PROCESSING, INC.	5297	ACFX 79546	1	T105
AG PROCESSING, INC.	5297	ACFX 79548	1	T105
AG PROCESSING, INC.	5297	ACFX 79554	1	T105
AG PROCESSING, INC.	5297	ACFX 79558	1	T105
AG PROCESSING, INC.	5297	ACFX 79560	1	T105
AG PROCESSING, INC.	5297	ACFX 79562	1	T105
AG PROCESSING, INC.	5297	ACFX 79564	1	T105
AG PROCESSING, INC.	5371	ACFX 78605 To 78613	9	T105
AG PROCESSING, INC.	5371	ACFX 83038	1	T105
AG PROCESSING, INC.	5665004	ACFX 12083	1	T105
AG PROCESSING, INC.	5665004	ACFX 12266	1	T105
AG PROCESSING, INC.	5665004	ACFX 12280	1	T105
AG PROCESSING, INC.	5665004	ACFX 12409	1	T105
AG PROCESSING, INC.	5665004	ACFX 12923	1	T105
AG PROCESSING, INC.	5665004	ACFX 77907	1	T105
AG PROCESSING, INC.	5665004	ACFX 78297	1	T105
AG PROCESSING, INC.	5665004	ACFX 78301	1	T105
AG PROCESSING, INC.	5665004	ACFX 78306	1	T105
AG PROCESSING, INC.	5665004	ACFX 78309	1	T105
AG PROCESSING, INC.	5665004	ACFX 78311	1	T105
AG PROCESSING, INC.	5665004	ACFX 78646	1	T105
AG PROCESSING, INC.	5665004	ACFX 78648	1	T105
AG PROCESSING, INC.	5665004	ACFX 78655	1	T105
AG PROCESSING, INC.	5665004	ACFX 78657	1	T105
AG PROCESSING, INC.	5665004	ACFX 78661 To 78662	2	T105
AG PROCESSING, INC.	5665004	ACFX 78669	1	T105
AG PROCESSING, INC.	5665004	ACFX 83224	1	T105
AG PROCESSING, INC.	5665004	ACFX 83355	1	T105
AG PROCESSING, INC.	5665004	ACFX 83745 To 83746	2	T105
AG PROCESSING, INC.	5665004	ACFX 84075	1	T105
AG PROCESSING, INC.	5665004	ACFX 84194	1	T105
AG PROCESSING, INC.	5665004	ACFX 84198 To 84199	2	T105
AG PROCESSING, INC.	5665004	ACFX 84204	1	T105
AG PROCESSING, INC.	5665004	ACFX 84751 To 84752	2	T105
AG PROCESSING, INC.	5665004	ACFX 84754 To 84756	3	T105
AG PROCESSING, INC.	5665004	ACFX 84759	1	T105
AG PROCESSING, INC.	5665004	ACFX 84761 To 84762	2	T105
AG PROCESSING, INC.	5665004	ACFX 84764 To 84765	2	T105
AG PROCESSING, INC.	5665004	ACFX 84865 To 84866	2	T105
AG PROCESSING, INC.	5665004	ACFX 84892 To 84893	2	T105
AG PROCESSING, INC.	5665004	ACFX 86824	1	T105
AG PROCESSING, INC.	5665004	ACFX 86846	1	T105
AG PROCESSING, INC.	5665004	ACFX 86851	1	T105
AG PROCESSING, INC.	5665004	ACFX 87346 To 87347	2	T105
AG PROCESSING, INC.	5665004	ACFX 87353	1	T105
AG PROCESSING, INC.	5665007	ACFX 77888	1	T105
AG PROCESSING, INC.	5665007	ACFX 78651	1	T105

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Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
AG PROCESSING, INC.	5665007	ACFX 78658 To 78659	2	T105
AG PROCESSING, INC.	5665007	ACFX 87348	1	T105
AG PROCESSING, INC.	5665007	ACFX 87507	1	T105
AG PROCESSING, INC.	5665010	ACFX 77874	1	T105
AG PROCESSING, INC.	5665010	ACFX 77879	1	T105
AG PROCESSING, INC.	5665010	ACFX 77890	1	T105
AG PROCESSING, INC.	5665010	ACFX 78647	1	T105
AG PROCESSING, INC.	5665010	ACFX 78654	1	T105
AG PROCESSING, INC.	5665010	ACFX 78665	1	T105
AG PROCESSING, INC.	5665010	ACFX 78671	1	T105
AG PROCESSING, INC.	5665011	ACFX 77604	1	T105
AG PROCESSING, INC.	5665011	ACFX 77610	1	T105
AG PROCESSING, INC.	5665011	ACFX 77613	1	T105
AG PROCESSING, INC.	5665011	ACFX 77873	1	T105
AG PROCESSING, INC.	5665011	ACFX 77889	1	T105
AG PROCESSING, INC.	5665011	ACFX 81517	1	T105
AG PROCESSING, INC.	5665011	ACFX 81519	1	T105
AG PROCESSING, INC.	5665011	ACFX 82005	1	T105
AG PROCESSING, INC.	5665011	ACFX 82096	1	T105
AG PROCESSING, INC.	5665011	ACFX 82909	1	T105
AG PROCESSING, INC.	5665011	ACFX 82974	1	T105
AG PROCESSING, INC.	5665011	ACFX 83225	1	T105
AG PROCESSING, INC.	5665011	ACFX 83530	1	T105
AG PROCESSING, INC.	5665011	ACFX 83534	1	T105
AG PROCESSING, INC.	5665011	ACFX 83536	1	T105
AG PROCESSING, INC.	5665011	ACFX 83587	1	T105
AG PROCESSING, INC.	5665011	ACFX 83623	1	T105
AG PROCESSING, INC.	5665011	ACFX 83626	1	T105
AG PROCESSING, INC.	5665011	ACFX 83743	1	T105
AG PROCESSING, INC.	5665011	ACFX 84027	1	T105
AG PROCESSING, INC.	5665011	ACFX 84041	1	T105
AG PROCESSING, INC.	5665011	ACFX 84306	1	T105
AG PROCESSING, INC.	5665011	ACFX 84495	1	T105
AG PROCESSING, INC.	5665011	ACFX 86574	1	T105
AG PROCESSING, INC.	5665011	ACFX 86595	1	T105
AG PROCESSING, INC.	5665011	ACFX 86604	1	T105
AG PROCESSING, INC.	5665011	ACFX 86625 To 86626	2	T105
AG PROCESSING, INC.	5665011	ACFX 86658	1	T105
AG PROCESSING, INC.	5665011	ACFX 86672	1	T105
AG PROCESSING, INC.	5665011	ACFX 87119	1	T105
AG PROCESSING, INC.	5665011	ACFX 87500	1	T105
AG PROCESSING, INC.	5665011	ACFX 87517	1	T105
AG PROCESSING, INC.	5665011	ACFX 87524	1	T105
AG PROCESSING, INC.	5665011	ACFX 87533	1	T105
AG PROCESSING, INC.	5665011	ACFX 88936	1	T105
AG PROCESSING, INC.	5665012	ACFX 78670	1	T105
AG PROCESSING, INC.	5665012	ACFX 81028	1	T105
AG PROCESSING, INC.	5665012	ACFX 81101	1	T105
AG PROCESSING, INC.	5665012	ACFX 81131	1	T105
AG PROCESSING, INC.	5665012	ACFX 81161	1	T105
AG PROCESSING, INC.	5665012	ACFX 81245	1	T105
AG PROCESSING, INC.	5665012	ACFX 81258	1	T105
AG PROCESSING, INC.	5665012	ACFX 81266	1	T105
AG PROCESSING, INC.	5665012	ACFX 81278	1	T105
AG PROCESSING, INC.	5665012	ACFX 81373	1	T105
AG PROCESSING, INC.	5665012	ACFX 81456	1	T105

# Equipment

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Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
AG PROCESSING, INC.	5665012	ACFX 81474	1	T105
AG PROCESSING, INC.	5665012	ACFX 81607	1	T105
AG PROCESSING, INC.	5665012	ACFX 81694	1	T105
AG PROCESSING, INC.	5665012	ACFX 81852	1	T105
AG PROCESSING, INC.	5665012	ACFX 81869	1	T105
AG PROCESSING, INC.	5665012	ACFX 81874	1	T105
AG PROCESSING, INC.	5665012	ACFX 82009	1	T105
AG PROCESSING, INC.	5665012	ACFX 82021	1	T105
AG PROCESSING, INC.	5665012	ACFX 82087	1	T105
AG PROCESSING, INC.	5665012	ACFX 82099	1	T105
AG PROCESSING, INC.	5665012	ACFX 82117	1	T105
AG PROCESSING, INC.	5665012	ACFX 82124	1	T105
AG PROCESSING, INC.	5665012	ACFX 82203	1	T105
AG PROCESSING, INC.	5665012	ACFX 82217	1	T105
AG PROCESSING, INC.	5665012	ACFX 82244	1	T105
AG PROCESSING, INC.	5665012	ACFX 82251	1	T105
AG PROCESSING, INC.	5665012	ACFX 82255	1	T105
AG PROCESSING, INC.	5665012	ACFX 82264	1	T105
AG PROCESSING, INC.	5665012	ACFX 82266	1	T105
AG PROCESSING, INC.	5665012	ACFX 82268	1	T105
AG PROCESSING, INC.	5665012	ACFX 82272	1	T105
AG PROCESSING, INC.	5665012	ACFX 82345	1	T105
AG PROCESSING, INC.	5665012	ACFX 82433	1	T105
AG PROCESSING, INC.	5665012	ACFX 82441 To 82442	2	T105
AG PROCESSING, INC.	5665012	ACFX 82474 To 82475	2	T105
AG PROCESSING, INC.	5665012	ACFX 82499	1	T105